



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General and Special Meeting (the "Meeting") of **FORT ST. JAMES NICKEL CORP.** (the "Corporation" or "Fort. St. James") will be held at 2nd Floor, 888 Dunsmuir Street, Vancouver, British Columbia on **Friday, March 31, 2017, at 2:00 p.m.** (local time), for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended April 30, 2016 together with the auditor's report thereon.
2. To elect directors to hold office until the next Annual General Meeting and to fix the number of directors at 3.
3. To appoint auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditor.
4. To approve Stock Option Plan of the Corporation, as required annually by the TSX Venture Exchange, our 2009 Stock Option Incentive Plan, as amended and restated; and
5. To pass, with or without amendment, a special resolution to consolidate all of the Corporation's authorized and issued shares on the basis of one (1) new common share for up to three (3) existing common shares or such lesser ratio as may be approved by the directors, as more particularly described in the accompanying Information Circular.
6. To consider and, if thought fit, approve an ordinary resolution to ratify, approve and confirm all lawful acts, contracts, proceedings, appointments and payments of money of and by the directors of the Corporation since the date of the Corporation's last annual general meeting.
7. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are an Information Circular and a Proxy. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Only holders of common shares of record at the close of business on February 21, 2017 will be entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment in person, please read the Notes accompanying the enclosed Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the Notes. The Corporation's management is soliciting the enclosed Proxy but, as set out in the Notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 21st day of February 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

"Barry Brown"

BARRY BROWN
President and Chief Executive Officer